

AMICUS THERAPEUTICS INC
 Form 4
 March 25, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Valenzano Ken

2. Issuer Name and Ticker or Trading Symbol
 AMICUS THERAPEUTICS INC
 [FOLD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1 CEDAR BROOK DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/20/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Pharmacology & Biology

CRANBURY, NJ 08512
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|------------|--------|---|--|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock | 03/20/2015 | | M ⁽¹⁾ | | | 6,043 | A | \$ 11.6755 | 57,751 | D | |
| | | | | | | | | <u>(2)</u> | | | |
| Common stock | 03/20/2015 | | S ⁽¹⁾ | | | 6,043 | D | \$ 11.6755 | 51,708 | D | |
| | | | | | | | | <u>(3)</u> | | | |
| Common stock | 03/20/2015 | | S ⁽¹⁾ | | | 1,708 | D | \$ 12.11 | 50,000 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Options (right to buy) | \$ 0.6375 | 03/20/2015 | | M ⁽¹⁾ | 543 | 06/01/2009 06/09/2015 | Common Stock | 543 |
| Stock Options (right to buy) | \$ 5.325 | 03/20/2015 | | M ⁽¹⁾ | 2,000 | 10/01/2009 10/20/2015 | Common Stock | 2,000 |
| Stock Options (right to buy) | \$ 2.52 | 03/20/2015 | | M ⁽¹⁾ | 3,500 | 06/18/2014 06/18/2023 | Common Stock | 3,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Valenzano Ken 1 CEDAR BROOK DRIVE CRANBURY, NJ 08512 | | | VP, Pharmacology & Biology | |

Signatures

/s/ Ken Valenzano 03/25/2015

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The exercise of stock options and subsequent sale of common stock were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 11, 2014.

(2) This price is the weighted average purchase price for the transactions reported on this line. The prices for the transactions reported on this line range from \$11.20 to \$12.11. The reporting person undertakes to provide, upon request, by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(3) This price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$11.20 to \$12.11. The reporting person undertakes to provide, upon request, by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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